

RECEIVED

APR 29 2015

DIV. OF OIL, GAS & MINING

ZANE S. FROERER LAW OFFICE
Zane S. Froerer (#10807)
2755 Washington Blvd.
Ogden, Utah 84401
Telephone: 801-389-1533

Attorney for *Debtor, Mineral Resources International, Inc.*

IN THE UNITED STATES BANKRUPTCY COURT, DISTRICT OF UTAH,
CENTRAL DIVISION

In re:

MINERAL RESOURCES INTERNATIONAL,
INC.

Debtor.

Case No.: 13-30606

Chapter

Judge: Honorable R. Kimball Mosier

NOTICE AND OPPORTUNITY FOR HEARING ON FINAL APPLICATION OF FROERER
& ASSOCIATES, PLLC FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES AS COUNSEL FOR THE DEBTOR

Objection Deadline: May 21st, 2015

Hearing Date: May 26th, 2015

PLEASE TAKE NOTICE that a hearing on the following Applications for Compensation will be held on May 26th, 2015, at the hour of 11:00 a.m., before the United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Utah, 350 South Main Street, Salt Lake City, Utah 84101, room 369:

FINAL APPLICATION OF FROERER & ASSOCIATES, PLLC FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES AS COUNSEL FOR THE
DEBTOR

Objections to these Applications must be filed with the Court, and served upon undersigned counsel by May 21st, 2015. The relief requested by the foregoing Applications may be granted without a hearing unless an objection is timely filed. Copies of the foregoing Applications are available from the Bankruptcy Clerk's office or from the applicable professional at the addresses listed at the top of the first page of this Notice.

YOUR RIGHTS MAY BE AFFECTED. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. If you do not have an attorney you may wish to consult one.

If you do not want the Court to grant the relief requested in the Application, then you or your lawyer must both file a timely written objection with the Bankruptcy Court and Attend the scheduled hearing. There will be no further notice. Failure to attend the hearing will be deemed a waiver of your objection.

At the same time, you must also serve a copy of the objection or response so as to be received by that date by (i) special counsel for the Debtor Zane S. Froerer (Froerer & Associates, PLLC, 2755 Washington Blvd, Ogden Utah 84401; and (ii) the Office of the United States Trustee, (405 S. Main St., Suite 300, Salt Lake City, Utah 84111). If you fail to respond in accordance with this notice, the Court may grant the relief requested by the Filed Documents without further notice or hearing. Undersigned counsel may ask the Court to strike the hearing in the absence of a timely filed objection.

DATED this the 23rd day of April, 2015.

FROERER & ASSOCIATES, PLLC

/s/Zane S. Froerer

Zane S. Froerer

Attorney for *Debtor*

FROERER & ASSOCIATES, PLLC
Zane S. Froerer (USBN 10807)
2610 Washington Boulevard
Ogden, Utah 84401
Telephone: (801) 389-1533
zane.froerer@froererlaw.com

Attorney for Plaintiff Mineral Resources International, Inc.

IN THE UNITED STATES BANKRUPTCY COURT DISTRICT OF UTAH,
CENTRAL DIVISION

In re MINERAL RESOURCES INTERNATIONAL, INC. Debtor	Bankruptcy No. 13-30606 (RKM) Chapter 11
---	---

FINAL APPLICATION OF FROERER & ASSOCIATES, PLLC FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS COUNSEL FOR
THE DEBTOR

Background

1. The Debtor, MRI, filed for Chapter 11 reorganization on September 16th, 2013.
2. Since that time the Debtor has continued to operate as a Debtor in possession.
3. No official committee of creditors has been appointed in the Debtor's bankruptcy case.
4. No examiner or trustee has been appointed in the case.
5. The Debtor is a primarily family run business involved in producing and marketing health food supplements derived from the waters of the Great Salt Lake.

A Judgment for approximately \$998,000.00 was entered against the Debtor which represents the largest debt.

6. Froerer & Associates seeks compensation for work for services performed as an attorney for Debtor.
7. Pursuant to the terms and conditions of the Debtor's application seeking employment of Froerer & Associates to continue as legal counsel in certain ongoing State Court litigation, Froerer & Associates is permitted to be compensated at reasonable hourly rates which are consistent with customary rates charged by other law firms engaged in similar services.
8. Compensation is authorized upon proper application to the Bankruptcy Court and notice and hearing is allowed.
9. All services for which the compensation is sought were perform for an on behalf of Debtor.
10. As of March 2014, Froerer & Associates held a retainer paid by Debtor in the amount of \$7,674.78.
11. Those funds have remain held in trust by the firm.
12. This Court also authorized the Debtor to place in deposit as a retainer \$7,500.00 in relation to litigating Trace Minerals Research's claim of defamation/unfair competition.
13. Those funds have yet to be disbursed to pay any incurred professional fees.

14. Zane S. Froerer is the primary attorney who has provided legal services as a professional on behalf of Debtor. His hourly rate for such services is \$195.00 and \$225.00.
15. Graeme Abraham is an attorney who also provided legal some professional services on behalf of Debtor. His hourly rate for such services is \$200.00.
16. Tina Barrera and Angie Valenzuela are the paraprofessionals and assistants who have provided auxiliary services to Debtor. Their hourly rate for such services is \$75.00.
17. Froerer & Associates, through these individuals, has prepared motions, memorandums, objections, attended hearings, and engaged in direct discussions with opposing counsel regarding ongoing State Court litigation involving Debtor.
18. Specifically, this litigation involved matters necessary to the resolution of certain factual and legal disputes between Debtor and certain Creditors.
19. Thus, this Court authorized stipulations entered between affected Creditor and Debtor to partially lift the automatic stay.
20. This has included finalizing post-verdict and post-judgment motions that involved identifying the parameters of certain forfeitures awarded as a result of a judgment entered in favor of Creditors Salt Lake Minerals, David Schenk, Heidi Shaw and others who were Counter-claim Plaintiffs awarded a judgment against Debtor.
21. The time spent for which reimbursement is sought is identified in detail in Exhibit A which is a report of time entries for the above identified individuals from Froerer & Associates.

22. This time can be divided up into the following projects:

SLM, David Schenk, and Heidi Shaw Judgment

23. This Judgment arose from a Counter-claim filed in the State case identified by case number 070900119 and commonly known as MRI v. SLM.

24. In accordance with the terms and conditions authorized by the Bankruptcy Court for the lifting of the automatic stay, the parties to this litigation, including Debtor, filed several post-verdict motions with the State Court that involved the resolution of MRI's right to seek a new trial, vacate the entry of Judgment, and resolve issues of contempt in compliance with the Judgment and a Writ issued by the State Court.

25. The Debtor also filed a Notice of Appeal and preparatory work was done to prepare for an anticipated appeal of the Judgment; however, that has now been resolved as a part of the confirmed reorganization plan and the Appeal shall be dismissed.

26. The total time spent on this project since March 1st, 2014 by Froerer & Associates was 94.60 hours for a total of \$14,399.50 of outstanding billed.

Giles v. MRI

27. This project involved the case identified by case number 110907786 and commonly known as Giles v. MRI.

28. This case resulted in a Judgment against Debtor.

29. Work and services were provided in relation to Appeals filed seeking to have the Judgment set aside.

30. Prior to the full resolution of all the Appeals, the debt was satisfied as part of the Bankruptcy case.

31. The total time spent on this project since March 1st, 2014 by Froerer & Associates was 3.10 hours for a total of \$763.50 in outstanding billed.

Trace Minerals Research Claim for Defamation/In Re MRI BK

32. This project related exclusively to the claim filed by Creditor Trace Minerals Research against Debtor in the amount of \$350,000.00 for defamation/unfair competition.

33. Previously, Froerer & Associates employment to provide attorney services to Debtor regarding this claim was approved by the Bankruptcy Court.

34. The services provided have included preparing and finalizing an Adversarial Complaint to disallow the claim and negotiating an out of Court resolution.

35. Currently, the parties are engaged in short term settlement negotiations with the filing of the Adversarial Complaint on hold to allow for the anticipated completion of these negotiations.

36. To date, a total of 13.0 hours have been billed toward the Bankruptcy case related to coordinating between the Bankruptcy and the ongoing litigation in the State Court for a total of \$2285.00 outstanding billed.

37. Further, to date, a total of 7.70 hours has been billed on the specific issue of preparing and negotiating the claims against Debtor by TMR for a total of \$1,632.50 outstanding billed.

38. The total hours spent on all projects by Froerer & Associates on behalf of Debtor was 118.40 for a total outstanding bill of \$19,080.50.

WHEREFORE, Froerer & Associates respectfully requests that this Court enter an order as follows:

1. That compensation for professional services be awarded in the amount of \$19,080.50.
2. That these amounts be allowed as priority administrative expenses pursuant to 11 U.S.C. §§503(b)(2) and 507(a)(1).
3. Authorizing payments of such fees and expenses from the retainer held by Froerer & Associates, PLLC.
4. That the Debtor be ordered and authorized pursuant to 11 U.S.C. §330 to pay such amounts as set forth herein from the funds presently held by the Debtor.
5. That all other relief that this Court may determine to be just and equitable is granted.

Dated the 31st day of January, 2014

FROERER & ASSOCIATES,
PLLC

/s/Zane S. Froerer
Attorney for Plaintiff and Third
Party Defendant